



# ADITYA INFOTECH LTD.

**Corporate Office** : Khemka Square, A-11 & 12, Sector 4, NOIDA - 201301 (NCR-Delhi) INDIA  
 CIN NO : U74899DL1995PLC066784, Tel: +91 120 4555 666 Fax : +91 120 4555 600  
 Email : sales@adityagroup.com Website : www.adityagroup.com



## NOTICE FOR CONVENING EXTRA ORDINARY GENERAL MEETING

NOTICE OF THE SECOND EXTRA ORDINARY GENERAL MEETING OF FINANCIAL YEAR 2022-23 OF THE SHAREHOLDERS OF ADITYA INFOTECH LIMITED SCHEDULED TO BE HELD ON MONDAY, MARCH.27, 2023 AT 11:00 AM AT ITS CORPORATE OFFICE AT A-12, SECTOR 4, NOIDA 201301, UTTAR PRADESH, INDIA TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:-

### SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE REVISION OF REMUNERATION OF MR. ADITYA KHEMKA, MANAGING DIRECTOR OF THE COMPANY FOR FINANCIAL YEAR 2023-24

“RESOLVED THAT in partial modification of the earlier resolution passed by the Shareholders of the Company at their meeting held on March 28, 2022 and pursuant to the provisions of Sections 178 and 197 or any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the rules made thereunder and the Articles of Association of the Company including any statutory modification thereof, and on the recommendation made by the Board of Directors of the Company, the Shareholders of the Company be and hereby approved the revised remuneration of Mr. Aditya Khemka, Managing Director of the Company for financial year commencing from April 1, 2023 to March 31, 2024, in the manner as detailed below:

- Salary of Rs. 42,50,000/- (Indian Rupees Forty Two Lakhs Fifty Thousand only) per month;
- Tour and travel expenses Rs. 2,50,00,000/- (Indian Rupees Two Crore Fifty Lakhs) annually;
- Other benefits & perquisites as per Company’s policy not exceeding Rs. 4,00,000/- (rupees Four lakhs only) per month.
- Performance Linked Incentive shall be payable as follows:

a)	0.35% on Total Net Sales/ Net Turnover	Payable on Monthly/Annually basis on actual sales.
b)	0.35% additional incentive on Net Incremental Sales/ Net Turnover	Payable on Monthly/Annually for each financial year based on sales of immediately preceding financial year.

RESOLVED FURTHER THAT notwithstanding anything stated herein, where in any financial year during the tenure of Mr. Aditya Khemka, the Company has no profits or its profits are inadequate to pay the aforementioned remuneration, the Company shall pay the above remuneration, benefits and amenities including the performance based linked incentive, as the minimum remuneration by way of salary, performance pay, other allowances and benefits and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration payable to Mr. Aditya Khemka, within the limits as approved by the Shareholders of the Company from time to time, basis on the recommendation received from the Nomination and Remuneration Committee and the Board of Directors of the Company.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all such steps as may be deemed

necessary, proper or expedient for giving effect to this resolution.”

**2. TO CONSIDER AND APPROVE REVISION OF REMUNERATION OF MR. HARI SHANKER KHEMKA, CHAIRMAN CUM WHOLE TIME DIRECTOR OF THE COMPANY FOR FINANCIAL YEAR 2023-24**

**“RESOLVED THAT** in partial modification of the resolution passed by the Shareholders of the Company at their meeting held on March 28, 2022 and pursuant to the provisions of Sections 178 and 197, any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the rules made thereunder and the Articles of Association of the Company including any statutory modification thereof and on the recommendation made by the Board of Directors of the Company, the Shareholders of the Company be and hereby approved the revised remuneration of Hari Shanker Khemka, Chairman cum Whole Time Director of the Company for financial year commencing from April 1, 2023 to March 31, 2024, in the manner as detailed below:

1. Salary of Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) per month;
2. Rent-free accommodation etc. which shall not exceed Rs. 12,50,000/- (Indian Rupees Twelve Lakhs Fifty Thousand only) per month;
3. Other Benefits & Perquisites as per the Company’s policy not exceeding Rs. 4,00,000/- (Rupees Four Lakh only) per month.

**RESOLVED FURTHER THAT** notwithstanding anything stated herein, where in any financial year during the tenure of Mr. Hari Shanker Khemka, the Company has no profits or its profits are inadequate to pay the aforementioned remuneration, the Company shall pay the above remuneration, benefits and amenities as the minimum remuneration by way of salary, performance pay, other allowances and benefits and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration payable to Mr. Hari Shanker Khemka, within the limits as approved by the Shareholders of the Company from time to time, basis on the recommendation received from the Nomination and Remuneration Committee and the Board of Directors of the Company.

**RESOLVED FURTHER THAT** all the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all such steps as may be deemed necessary, proper or expedient for giving effect to this resolution.”

FOR ADITYA INFOTECH LIMITED

  
**Hari Shanker Khemka**  
**Director (DIN: 00514501)**

B-51, Greater Kailash,  
Delhi-110048

Date: 10.03.2023

Place: Delhi

**NOTES:**

1. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO SPECIAL BUSINESSES TO BE TRANSACTED AT THE MEETING IS ANNEXED.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, DULY STAMPED, COMPLETED AND SIGNED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE EGM.
4. **Section 105(8) : Requirement of giving three days' notice by a member for inspecting the proxies lodged**  
Every Member entitled to vote at a meeting of the Company, or on any resolution to be moved in the meeting, shall be entitled to inspect the proxies lodged by giving not less than 3 days' written notice of his/ her intention of doing the inspection.
5. **Section 170: Register of Directors and KMP and their shareholding.**  
In accordance with the requirement of the Section 170 of the Companies Act, 2013, registrar of Directors and KMP and their shareholding shall be kept open for inspection by the Members and shall also be made accessible to any person attending the Annual General Meeting.
6. **Section 189: Register of Contracts or arrangements in which directors are interested**  
In accordance with the requirement of the Section 189 of the Companies Act, 2013, register of Contracts or arrangements in which directors are interested shall be placed the Annual General Meeting and shall also remain open and accessible to any person having right to attend the meeting during the continuance of the said meeting.
7. All documents referred to in the accompanying Notice and the Statement are open to inspection by the members at the registered office of the Company on all working days up to the date of Extra-Ordinary General Meeting between 11:00 AM and 1:00 PM.
8. Route map to the venue of the meeting is annexed.



# ADITYA INFOTECH LTD.

**Corporate Office :** Khemka Square, A-11 & 12, Sector 4, NOIDA - 201301 (NCR-Delhi) INDIA

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

### ITEM NO. 1:

The Shareholders have been informed that the Company has shown a tremendous growth during the period under the incredible leadership of Mr. Aditya Khemka. Considering the extra-ordinary performance of the Company and the contribution made by Mr. Aditya Khemka and basis the recommendation made by the Board of Directors of the Company, it is proposed to approve the revision of the remuneration and performance linked incentive being paid to Mr. Khemka, for the financial year commencing from April 1, 2023 to March 31, 2024 as per the revised remuneration and performance linked incentive structure being part of the proposed resolution no. 1.

Further, the information as required under Section II (iv) of Part II of Schedule V of the Companies Act, 2013 is as follows:

I. GENERAL INFORMATION				
1.	Nature of Industry	Information Technology, Security & Surveillance		
2.	Date of commencement of commercial production	The Company was incorporated on 27.03.1995 and the commencement of business certificate was received on 21.04.1995.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance (Based on Standalone Financial Statements of the Company)	<b>Financial Year</b>	<b>Profit Before Tax (Rupees in Crores)</b>	<b>Profit after Tax (Rupees in Crores)</b>
		2019-20	01.43	(0.36)
		2020-21	36.51	26.14
		2021-22	116.53	83.64
5.	Foreign investments or collaborators, if any	The investments made by the Company in its Foreign Subsidiaries as on March 31, 2022 (Basis the last Standalone Audited Financial Statements) is detailed herein below:		
		Shenzhen CP Plus International Limited	China	INR 1,11,88,775/-
II. INFORMATION ABOUT THE APPOINTEE				
1.	Background details	Mr. Aditya Khemka aged 48 years is the Managing Director of Aditya Infotech Limited. He holds an Honors degree in Commerce from Shri Ram College of Commerce (DU) and a GNIIT diploma in Software programming from NIIT. He pursued his Master's degree in International Business from Fore School of Management, Delhi. Under his leadership, Aditya Infotech Limited has achieved a remarkable growth in security & surveillance products distribution. Due to his rich experience and enormous support,		

		<p>the Company has launched its own brand in the name of "CP PLUS" in the year 2007.</p> <p>The Company has shown tremendous growth over the years under his expert guidance and has expanded in many folds by entering into the market of many other line of products introduced in the Industry..</p>
2.	Past Remuneration	<ol style="list-style-type: none"> <li>1. Salary of Rs. 30,00,000/- (Rupees Thirty Lakh only) per month;</li> <li>2. Tour and travel expenses Rs. 2,00,00,000/-(Rupees Two Crore only) payable annually.</li> <li>3. other benefits &amp; perquisites as per company's policy not exceeding Rs. 4,00,000/- (rupees Four lakhs only) per month.</li> <li>4. Performance Linked Incentive shall be payable as follows: <ol style="list-style-type: none"> <li>c) 0.35% on Total Net Sales/ Net Turnover : Payable on Monthly/ Annually basis on actual sales.</li> <li>d) 0.35% additional Incentive on Net Incremental Sales/ Net Turnover :Payable on Monthly/ Annually for each financial year based on sales of immediately preceding financial year.</li> </ol> </li> </ol>
3.	Recognition or awards	<p>Under his leadership, the company has received various awards and recognitions, few of the recent awards and recognition received by the Company are as follows:-</p> <ol style="list-style-type: none"> <li>1. Enterprise IT CMO - SME Channels (2020 &amp; 2017)</li> <li>2. Brand of the Year - CEO Magazine (2019)</li> <li>3. CMO of the Year – VARINDIA (2019)</li> <li>4. Brand of the Year -VARINDIA (2019)</li> <li>5. Surveillance Brand of the Year - SME Channels (2019 &amp; 2017)</li> <li>6. Shield Awards – SECUTECH (2018)</li> <li>7. Best Surveillance Camera - NCN (2018)</li> <li>8. Silver Abby - GoaFest (2017)</li> <li>9. Asia's Most Admired Brand - White Page International (2018)</li> <li>10. Company of the Year Award - Frost &amp; Sullivan (2018)</li> <li>11. Best Electronics Security Company Of The Year - VARINDIA (2019)</li> <li>12. India Electronic Security Company of the Year Award - Frost &amp; Sullivan (2017)</li> <li>13. Prestigious Rising Brands of Asia - Herald Global (2017)</li> <li>14. Electronic Security Brand of the Year – IISSM (2017)</li> <li>15. ET Best Brands 2021.- CP PLUS</li> <li>16. Outstanding Security Equipment Manufacturer 2021 – Business world</li> <li>17. Outstanding New product – Business world – CP Plus Video door Bell</li> <li>18. E4M Pride of India: Best of Bharat Awards 2022 – CP PLUS</li> <li>19. CMO of the year - Varindia 2022</li> <li>20. Outstanding New Security Product Award 2023 - BW Security World and OSPAs</li> <li>21. Outstanding Police/Law Enforcement Award 2023 - BW Security World and OSPAs</li> <li>22. Most Trusted Brand of the Year Award 2023 - India Today</li> <li>23. Best B2B Customer Experience - Award - Smart CX Technology Summit &amp; Awards 2023</li> </ol>

		24. Customer Service CEO of the Year Award - Smart CX Technology Summit & Awards 2023						
4.	Job profile and his suitability	He is the Managing Director of the Company and is engaged in the day-to-day affairs of the Company. He is fully dedicated towards the operations of the Company and work closely with the Management and Board of Directors of the Company towards the growth of the Company.						
5.	Remuneration proposed	<ol style="list-style-type: none"> <li>1. Salary of Rs. 42,50,000/- (Indian Rupees Forty Two Lakhs Fifty Thousand only) per month;</li> <li>2. Tour and travel expenses Rs. 2,50,00,000/- (Indian Rupees Two Crore Fifty Lakhs) annually;</li> <li>3. Other benefits &amp; perquisites as per Company's policy not exceeding Rs. 4,00,000/- (rupees Four lakhs only) per month.</li> <li>4. Performance Linked Incentive shall be payable as follows: <table border="1" style="margin-left: 20px;"> <tr> <td>a)</td> <td>0.35% on Total Net Sales/ Net Turnover</td> <td>Payable on Monthly/Annually basis on actual sales.</td> </tr> <tr> <td>b)</td> <td>0.35% additional incentive on Net Incremental Sales/ Net Turnover</td> <td>Payable on Monthly/Annually for each financial year based on sales of immediately preceding financial year.</td> </tr> </table> </li> </ol>	a)	0.35% on Total Net Sales/ Net Turnover	Payable on Monthly/Annually basis on actual sales.	b)	0.35% additional incentive on Net Incremental Sales/ Net Turnover	Payable on Monthly/Annually for each financial year based on sales of immediately preceding financial year.
a)	0.35% on Total Net Sales/ Net Turnover	Payable on Monthly/Annually basis on actual sales.						
b)	0.35% additional incentive on Net Incremental Sales/ Net Turnover	Payable on Monthly/Annually for each financial year based on sales of immediately preceding financial year.						
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin)	The proposed remuneration has been benchmarked with the remuneration being drawn by employees holding similar position in various other Companies of the relevant industry and the same being recommended by the Nomination and Remuneration Committee of the Company considering the terms to be fair, reasonable and justifiable.						
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	<ul style="list-style-type: none"> <li>• Mr. Aditya Khemka is directly and indirectly holding majority of the Equity Shares of the Company.</li> <li>• Mr. Aditya Khemka is the Son of Mr. Hari Shanker Khemka- Chairman and Whole Time Director of the Company.</li> </ul>						
<b>III. Other Information</b>								
1.	Reasons of loss or inadequate profits	The Company's profits are inadequate since its orders / projects are under implementation.						
2.	Steps taken or proposed to be taken for improvement	The Company's profits are projected to be increased with expansion and growth in the Business during the financial year 2023.						
3.	Expected increase in productivity and profits in measurable terms	Unless any unforeseen exceptional circumstances occurs, the Company is expecting tremendous growth in its business which in turn increase the revenue and profits margins nearly 20% to 25% in comparison to the previous financial year's revenue and profit margins.						
<b>IV. Disclosures</b>								
1.	Since the Company is not listed with any of the Stock Exchanges, hence is not required to prepare a Corporate Governance Report being part of the Board Report. However, all the elements of remuneration proposed to be paid to Mr. Aditya Khemka are disclosed in the resolution proposed to be passed by the shareholders of the Company.							

**Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Managing Director (Mr. Aditya Khemka) seeking re-appointment / revision in remuneration: -**

<b>Age</b>	48 years	
<b>Qualifications</b>	<b>Post-Graduation:</b> Master's degree in international business from Fore School of Management, Delhi <b>Graduation:</b> Honors degree in Commerce from Shri Ram College of Commerce (DU) <b>Certification:</b> GNIIT diploma Certification in Software programming from NIIT.	
<b>Experience</b>	28 years	
<b>Terms and conditions of appointment or reappointment</b>	N.A.	
<b>Last Drawn Remuneration</b>	The remuneration received by Mr. Aditya Khemka for FY 2022-23 is as follows: <ol style="list-style-type: none"> <li>1. Salary of Rs. 30,00,000/- (Rupees Thirty Lakh only) per month;</li> <li>2. Tour and travel expenses Rs. 2,00,00,000/- (Rupees Two Crore only) payable annually.</li> <li>3. other benefits &amp; perquisites as per company's policy not exceeding Rs. 4,00,000/- (rupees Four lakhs only) per month.</li> <li>4. Performance Linked Incentive shall be payable as follows:               <ol style="list-style-type: none"> <li>e) 0.35% on Total Net Sales/ Net Turnover : Payable on Monthly/ Annually basis on actual sales.</li> <li>f) 0.35% additional Incentive on Net Incremental Sales/ Net Turnover : Payable on Monthly/ Annually for each financial year based on sales of immediately preceding financial year.</li> </ol> </li> </ol>	
<b>Date of First Appointment on Board</b>	27.03.1995	
<b>No. of shares held in Company</b>	7,38,169 equity shares	
<b>Relationship with other Directors</b>	Mr. Hari Shanker Khemka	Father
	Mr. Rishi Khemka	Brother
<b>No. of Board Meeting attended during this FY</b>	There were Six (6) Board Meetings held during the Financial Year 2022-23 and Mr. Aditya Khemka was physically present at all the Six (6) meeting held during the period.	
<b>Other Directorship in Indian companies / LLP</b>	<ol style="list-style-type: none"> <li>1. ARK Infosolutions Private Limited</li> <li>2. AIL Dixon Technologies Private Limited</li> <li>3. Liberty Shoes Limited</li> <li>4. Aditya Security &amp; Safety LLP</li> <li>5. YPO (Delhi Chapter)</li> <li>6. Aditya Colonizers LLP</li> <li>7. Trend Setter Promoters LLP</li> </ol>	

Further, as per the provisions of section 178 and section 197 and/or any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the rules made thereunder, in case of no

profit or inadequate profit, the Company has an option to pay remuneration to its Managerial Personnel within the limits prescribed under Section II (A) of Schedule V of the Act. However, as per the proviso of Section II (A) of Schedule V of the Act, a Company may pay a remuneration to its Managerial Personnel in excess of the limits as prescribed under Section II(A) of Schedule V after taking approval from its Shareholders by way of a special resolution. Hence, your directors recommend the resolution as set out at Item No. 1 for the approval of shareholders of the Company by passing the Special Resolution.

None of the directors, key managerial personnel or their relatives is/are interested in the said resolution except to the extent of their shareholding and directorship in the Company.

#### **ITEM NO. 2.**

The Shareholders have been informed about the relentless contribution made Mr. Hari Shanker Khemka in building the Company and "CP PLUS" as a brand which makes the Company being known as leader in the surveillance camera Industry across the Country. He is founder cum promoter of the Company and due his administrative and leadership skills the Company has reached to a new height. To recognize his contribution in the growth journey of the Company so far, it is proposed to approve the revision of the remuneration being paid to Mr. Hari Shanker Khemka, for the financial year commencing from April 1, 2023 to March 31, 2024, as per the revised remuneration structure being part of the proposed resolution no. 2.

Further, the information as required under Section II (iv) of Part II of Schedule V of the Companies Act, 2013 is as follows:

<b>I. GENERAL INFORMATION</b>				
1.	Nature of Industry	Information Technology, Security & Surveillance		
2.	Date of commencement of commercial production	The Company was incorporated on 27.03.1995 and the commencement of business certificate was received on 21.04.1995.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance (Based on Standalone Financial Statements of the Company)	Financial Year (Audited)	Profit Before Tax (Rupees in Crores)	Profit after Tax (Rupees in Crores)
		2019-20	01.43	(0.36)
		2020-21	36.51	26.14
		2021-22	116.53	83.64
5.	Foreign investments or collaborators, if any	The investments made by the Company in its Foreign Subsidiaries as on March 31, 2022 (Basis the last Standalone Audited Financial Statements) is detailed herein below:		
		<b>Company Name</b>	<b>Country</b>	<b>Investment (INR)</b>
		Shenzhen CP Plus International Limited	China	1,11,88,775/-
<b>II. INFORMATION ABOUT THE APPOINTEE</b>				
1.	Background details	Mr. Hari Shanker Khemka aged 69 years is the Chairman and the Whole Time Director of Aditya Infotech Limited. Under his leadership, Aditya Infotech Limited has achieved a remarkable growth in security & surveillance products distribution. Due to his rich experience and		



		<p>enormous support, the Company has launched its own brand in the name of “CP PLUS” in the year 2007.</p> <p>The Company has shown tremendous growth over the years under his expert guidance and has expanded in many folds by entering into the market of many other line of products introduced in the Industry..</p>
2.	Past Remuneration	<p>The remuneration received by Shri Hari Shanker Khemka for FY 2022-23 is as follows:</p> <ol style="list-style-type: none"> <li>1. Salary of Rs. 20,00,000/- (Rupees Twenty Lakh only);</li> <li>2. Rent-free Accommodation etc. which shall not exceed Rs. 10,00,000/- (Rupees Ten Lakh only) per month</li> <li>3. Other Benefits &amp; Perquisites as per the Company’s policy not exceeding Rs. 4,00,000/- (Rupees Four Lakh only) per month.</li> </ol>
3.	Recognition or awards	<p>Under his leadership, the company has received various awards and recognitions, few of the recent awards and recognition received by the Company are as follows:-</p> <ol style="list-style-type: none"> <li>1. Enterprise IT CMO - SME Channels (2020 &amp; 2017)</li> <li>2. Brand of the Year - CEO Magazine (2019)</li> <li>3. CMO of the Year – VARINDIA (2019)</li> <li>4. Brand of the Year -VARINDIA (2019)</li> <li>5. Surveillance Brand of the Year - SME Channels (2019 &amp; 2017)</li> <li>6. Shield Awards – SECUTECH (2018)</li> <li>7. Best Surveillance Camera - NCN (2018)</li> <li>8. Silver Abby - GoaFest (2017)</li> <li>9. Asia’s Most Admired Brand - White Page International (2018)</li> <li>10. Company of the Year Award - Frost &amp; Sullivan (2018)</li> <li>11. Best Electronics Security Company Of The Year - VARINDIA (2019)</li> <li>12. India Electronic Security Company of the Year Award - Frost &amp; Sullivan (2017)</li> <li>13. Prestigious Rising Brands of Asia - Herald Global (2017)</li> <li>14. Electronic Security Brand of the Year – IISSM (2017)</li> <li>15. ET Best Brands 2021.- CP PLUS</li> <li>16. Outstanding Security Equipment Manufacturer 2021 – Business world</li> <li>17. Outstanding New product – Business world – CP Plus Video door Bell</li> <li>18. E4M Pride of India: Best of Bharat Awards 2022 – CP PLUS</li> <li>19. CMO of the year - Varindia 2022</li> <li>20. Outstanding New Security Product Award 2023 - BW Security World and OSPAs</li> <li>21. Outstanding Police/Law Enforcement Award 2023 - BW Security World and OSPAs</li> <li>22. Most Trusted Brand of the Year Award 2023 - India Today</li> <li>23. Best B2B Customer Experience - Award - Smart CX Technology Summit &amp; Awards 2023</li> <li>24. Customer Service CEO of the Year Award - Smart CX Technology Summit &amp; Awards 2023</li> </ol>

4.	Job profile and his suitability	He is the Whole Time Director of the Company and is fully engaged in managing the affairs of the Company and exercises all relevant powers under the supervision and superintendence of the Board of the Company
5.	Remuneration proposed	1. Salary of Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) per month; 2. Rent-free accommodation etc. which shall not exceed Rs. 12,50,000/- (Indian Rupees Twelve Lakhs Fifty Thousand only) per month; 3. Other Benefits & Perquisites as per the Company's policy not exceeding Rs. 4,00,000/- (Rupees Four Lakh only) per month.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin)	The proposed remuneration has been benchmarked with the remuneration being drawn by employees holding similar position in various other Companies of the relevant industry and the same being recommended by the Nomination and Remuneration Committee of the Company considering the terms to be fair, reasonable and justifiable
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Hari Shanker Khemka is directly and indirectly holding majority of the Equity Shares of the Company. Mr. Hari Shanker Khemka is the father of both Mr. Aditya Khemka, Managing Director and Mr. Rishi Khemka, Director of the Company.
<b>III. Other Information</b>		
1.	Reasons of loss or inadequate profits	The Company's profits are inadequate since its orders / projects are under implementation.
2.	Steps taken or proposed to be taken for improvement	The Company's profits are projected to be increased with expansion and growth in the Business during the financial year 2023.
3.	Expected increase in productivity and profits in measurable terms	Unless any unforeseen exceptional circumstances occurs, the Company is expecting tremendous growth in its business which in turn increase the revenue and profits margins nearly 20% to 25% in comparison to the previous financial year's revenue and profit margins.
<b>IV. Disclosures</b>		
1.	Since the Company is not listed with any of the Stock Exchanges, hence is not required to prepare a Corporate Governance Report being part of the Board Report. However, all the elements of remuneration proposed to be paid to Mr. Aditya Khemka are disclosed in the resolution proposed to be passed by the shareholders of the Company.	

**Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Chairman (Shri Hari Shanker Khemka) seeking appointment as Whole Time Director and/ revision in remuneration: -**

Age	69 years
Qualifications	<b>Graduation:</b> Bachelor of Science
Experience	44 years

Terms and conditions of appointment or reappointment	N.A.	
Last Drawn Remuneration	The remuneration received by Shri Hari Shanker Khemka for FY 2022-23 is as follows: 1. Salary of Rs. 20,00,000/- (Rupees Twenty Lakh only); 2. Rent-free Accommodation etc. which shall not exceed Rs. 10,00,000/- (Rupees Ten Lakh only) per month 3. Other Benefits & Perquisites as per the Company's policy not exceeding Rs. 4,00,000/- (Rupees Four Lakh only) per month.	
Date of First Appointment on Board	27.03.1995	
No. of shares held in Company	9,80,957 equity shares	
Relationship with other Directors	Mr. Aditya Khemka	Son
	Mr. Rishi Khemka	Son
No. of Board Meeting attended during this FY (till date)	There were Six (6) Board Meetings held during the Financial Year 2022-23 and Mr. Hari Shanker Khemka was physically present at all the Six (6) meeting held during the period.	
Other Directorship in Indian companies / LLP	1. ARK Infosolutions Private Limited 2. Aditya Security & Safety LLP 3. Trendsetters Infoservices LLP 4. Aditya Colonizers LLP 5. Trend Setter Promoters LLP	

Further, as per the provisions of section 178 and section 197 and/or any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the rules made thereunder, in case of no profit or inadequate profit, the Company has an option to pay remuneration to its Managerial Personnel within the limits prescribed under Section II (A) of Schedule V of the Act. However, as per the proviso of Section II (A) of Schedule V of the Act, a Company may pay a remuneration to its Managerial Personnel in excess of the limits as prescribed under Section II(A) of Schedule V after taking approval from its Shareholders by way of a special resolution. Hence, your directors recommend the resolution as set out at Item No. 2 for the approval of shareholders of the Company by passing the Special Resolution.

None of the directors, key managerial personnel or their relatives is/are interested in the said resolution except to the extent of their shareholding and directorship in the Company.

Certified to be true  
For Aditya Infotech Limited



**Hari Shanker Khemka**  
**Director** (DIN: 00514501)

B-51, Greater Kailash, Delhi-48

Date: 10.03.2023

Place: Delhi

**ATTENDANCE SLIP**

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I/We hereby record my/our presence at the 2nd Extraordinary General Meeting (Financial Year 2022-2023) of Aditya Infotech Limited held at 11:00 a.m. on Monday, 27th day of March, 2023 at A12, Sector 4, Noida 201301, Uttar Pradesh, India

NAME(S) OF THE MEMBERS(S)	Registered Folio No.
	No. of Shares held

Name of Proxy/ Authorized Representative (in block letters)  
(To be filled in, if the Proxy attends instead of the Members)

.....
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Member's/Proxy's/ Authorized  
Representative's Signature

.....

.....



**Form No. MGT-11**

**Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74899DL1995PLC066784

Name of the Company: ADITYA INFOTECH LIMITED

Registered office: A12, Sector 4, Noida-201301, Uttar Pradesh

Name of Member(s)	
Registered /Residential Address	
Email ID	
Folio No/Client ID	
DP ID	

I/ We being the member of Aditya Infotech Limited holding.....shares, hereby appoint

1. Name: ..... Address:.....

E-mail Id:..... Signature: ....., or failing him

2.Name:..... Address:.....

E-mail Id:..... Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of members of the Company, to be held on \_\_\_\_\_ at \_\_\_\_\_, at registered office of the Company, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:-

	RESOLUTION	FOR	AGAINST
01	To consider and approve revision of remuneration of Mr. Aditya Khemka, Managing Director of the Company for Financial Year 2023-24;		
02	To consider and approve revision of remuneration of Mr. Hari Shanker Khemka, Chairman-cum-Whole Time Director of the Company for Financial Year 2023-24.		

Signed this ..... Day of..... 2023

Signature of Shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

# ROUTE MAP OF VENUE

